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McGUIREWOODS

September 1, 2006

VIA COURIER

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD - 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

FCC/MELLOK SEP 01 2006

Re: *In the Matter of the Application of US LEC Corp. and PAETEC Corp. for
Approval to Transfer Control of Domestic and International Section 214
Authorizations*

Dear Ms. Dortch:

Enclosed for filing on behalf of PAETEC Corp. ("PAETEC") and US LEC Corp. are an original and six (6) copies of an application for domestic section 214 authority to transfer control of companies holding blanket domestic section 214 authorizations to PAETEC. Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$895.00, payable to the Federal Communications Commission, which satisfies the filing fee required under line 2.b of Section 1.1105 of the Commission's Rules.

Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined international and domestic section 214 transfer of control application ("Combined Application"). Applicants have filed the Combined Application with the International Bureau through the MyIBFS Filing System.

Respectfully submitted,


Tony S. Lee
Grace R. Chiu

Counsel to PAETEC Corp.

Enclosures

cc (via email):

William Dever (WCB)

Tracey Wilson (WCB)

George S. Li (IB)

Susan O'Connell (IB)

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCKBOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) McGuireWoods LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 1050 Connecticut Avenue, N.W.			
(5) STREET ADDRESS LINE NO. 2 Suite 1200			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20036-5317
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 857-1707		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0005857917			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME PAETEC Corp.			
(14) STREET ADDRESS LINE NO. 1 One PAETEC Plaza			
(15) STREET ADDRESS LINE NO. 2 600 Willowbrook Office Park			
(16) CITY Fairport		(17) STATE NY	(18) ZIP CODE 14450
(19) DAYTIME TELEPHONE NUMBER (include area code) (585) 340-2822		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0015455868			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Grace R. Quid</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>[Signature]</u>		DATE <u>9/1/06</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

STAMP AND RETURN

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of

US LEC CORP.,

Transferor,

and

PAETEC Corp.,

Transferee,

Joint Application for Approval to
Transfer Control of Domestic and
International Section 214 Authorizations

FCC/MELLON SEP 01 2006

File No. ITC-T/C-2006-_____

WC Docket No. 06-_____

JOINT APPLICATION FOR TRANSFER OF CONTROL

I. INTRODUCTION

A. Summary of Transaction

PAETEC Corp. ("PAETEC") and US LEC Corp. ("US LEC") (together, the "Applicants"), through the undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request approval to transfer control of domestic and international Section 214 authorizations held by US LEC and its operating subsidiaries, as identified in Section V of this Application.

The transfer of control will result from the proposed merger of US LEC and PAETEC. Under the terms of the merger agreement, PAETEC and US LEC will become

wholly owned subsidiaries of a new holding company ("New PAETEC"). Upon closing, PAETEC shareholders will be entitled to receive 1.623 shares in New PAETEC in exchange for each share of PAETEC that they currently own, and US LEC shareholders will be entitled to receive one share for each share of US LEC that they currently own. Taking into account outstanding rights to acquire shares in the new holding company in the future, PAETEC shareholders will own approximately 2/3 and US LEC shareholders will own approximately 1/3 of New PAETEC.

B. Application Eligible for Streamlined Processing

This Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the consummation of the transaction: (1) Applicants and their affiliates (as defined in Section 3(1) of the Act, hereafter "Affiliates"), will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services only in geographic areas served by a dominant local exchange carrier (none of which is a party to the transaction); and (3) neither of the Applicants nor any of their respective Affiliates is dominant with respect to any service.

(Response to Question 20) With respect to international authority, this application is eligible for streamlined processing pursuant to Section 63.12(a) and (b) because: (1) neither of the Applicants nor any of their respective Affiliates is affiliated with a foreign carrier in any destination market; and (2) neither of the Applicants nor any

of their respective Affiliates is affiliated with any dominant U.S. carrier whose services Applicants seeks authority to resell.

II. DESCRIPTION OF THE APPLICANTS

A. PAETEC Corp. (Transferee)

PAETEC is an innovative supplier of communications solutions to medium and large businesses and institutions.¹ Through its operating subsidiaries,² PAETEC offers personalized solutions that include a comprehensive suite of Voice over Internet Protocol (VoIP) services delivered over its Private-IP MPLS network. With more than 1 million access line equivalents in service, PAETEC serves more than 17,000 core business customers across the U.S. by offering a full line of telecommunications and Internet services, enterprise communications management software, security solutions, and managed services. PAETEC was the recipient of the 2005 American Business Ethics Aware for a mid-size company, presented by the Society of Financial Services Professionals. A privately held corporation, PAETEC is headquartered in Fairport, New York. Additional information may be found by visiting www.PAETEC.com.

B. US LEC Corp. (Transferor)

Based in Charlotte, North Carolina, US LEC is a full-service provider of IP, data and voice solutions to medium and large businesses and enterprise organizations throughout 16 Eastern states and the District of Columbia. Through its operating subsidiaries,³ US LEC offers advanced, IP-based, data and voice services, in addition to local and long distance services and data services, and a suite of complementary services.

¹ PAETEC, a holding company, holds no regulatory licenses from this or any other regulatory commission.

² PAETEC's regulated operating subsidiaries include PAETEC Communications, Inc. and PAETEC Communications of Virginia, Inc.

³ US LEC's regulated operating subsidiaries are identified in Section V of this Application.

US LEC also offers selected voice services in 27 additional states, and provides enhanced data services, dedicated Internet services, and local dial-up Internet access for ISPs nationwide. Additional information about US LEC may be found at www.uslec.com.

III. DESCRIPTION OF THE TRANSACTION (Response to Question 13)

Under the terms of the merger agreement, PAETEC and US LEC will become wholly owned subsidiaries of a new publicly owned holding company ("New PAETEC"), which is expected to change its name to "PAETEC Communications Corp."⁴ Upon closing, PAETEC shareholders will be entitled to receive 1.623 shares in New PAETEC in exchange for each share of PAETEC that they currently own, and US LEC shareholders will be entitled to receive one share for each share of US LEC that they currently own. Taking into account outstanding rights to acquire shares in the new holding company in the future, PAETEC shareholders will own approximately 2/3 and US LEC shareholders will own approximately 1/3 of New PAETEC. Immediately following consummation of the merger, no person or entity will directly or indirectly own 10% or more of the equity of New PAETEC. In addition, New PAETEC will have no foreign carrier affiliations.

The merger agreement provides that the board of directors of New PAETEC will have nine directors, six of which will be appointed by PAETEC, and three by US LEC.⁵ The ratio of PAETEC directors to US LEC directors will be maintained at 6:3 for three years following the closing. Upon consummation of the merger, New PAETEC will have no interlocking directorates with a foreign carrier.

⁴ New PAETEC expects to be listed upon completion of the transaction on the NASDAQ Stock Market under the ticker "CLEC."

⁵ The merger agreement specifically provides for the appointment of PAETEC's Chairman as Chairman of New PAETEC, and of US LEC's Chairman as Vice Chairman of New PAETEC.

The merger agreement also provides for the appointment of certain officers of New PAETEC. Specifically, PAETEC's chief executive officer, chief financial officer and chief operating officer will become chief executive officer, chief financial officer, and chief operating officer, respectively, of New PAETEC. US LEC's chief financial officer will lead the integration efforts as Executive Vice President of Integration.

The proposed merger does not involve the assignment of any Section 214 authorization nor does it involve the transfer of any customers between the operating subsidiaries of PAETEC and US LEC. Immediately following consummation of the merger, the Section 214 authorizations (which are identified in Applicants' response to Section 63.18(d) of the Commission's Rules (see Section V, below)) will remain held by the same entities that held these authorizations prior to consummation of the transaction. The operating subsidiaries of US LEC will continue to provide service to their existing customers under the US LEC name, with no change in the rates or terms and conditions of service as a result of the merger. Accordingly, the proposed transfer of control will be transparent to US LEC customers in terms of the services they receive.

Consummation of the transaction is contingent upon receipt of necessary regulatory approvals, approval by a majority of the shareholders of US LEC and PAETEC, and satisfaction of customary closing conditions. For the Commission's convenience, organizational charts depicting the corporate structure of US LEC and PAETEC, respectively, prior to and immediately following the merger are attached hereto as Attachment 2.

IV. PUBLIC INTEREST CONSIDERATIONS

The proposed transaction will serve the public interest by greatly enhancing the abilities that both US LEC and PAETEC now possess as stand-alone companies to provide a comprehensive suite of services to customers. The merger will bring together two companies that have proven themselves in a highly competitive marketplace, in a manner that will create a stronger and more-enduring competitor than either company could achieve alone within the same period of time.

By combining the complementary strengths, product sets, and geographic footprints of the two companies, New PAETEC will be positioned to realize substantial cost savings and achieve synergies that will strengthen its ability to enhance service offerings and provide more advanced telecommunications services to a broader customer base. New PAETEC will have the expertise and incentive to identify and develop significant cross-selling opportunities that will deliver long-term value to customers.

The strategic combination will also bring together two companies that share a commitment to building and maintaining solid relationships with their customers. The parties expect that the merger will enable both US LEC and PAETEC to strengthen their competitive positions to the benefit of consumers in all markets that the combined company will serve.

In addition to furthering the development of opportunities for customers, the proposed merger is expected to provide substantial benefits for shareholders of the combined company and significant value creation through identified highly achievable synergies of \$25 million estimated in the first year after closing, with \$40 million anticipated annually beginning in 2008. As facilities and operations are consolidated, a

substantial portion of network cost synergies and capital expenditure savings are expected to come from increased scale and the smooth integration of the companies' state of the art network operations and IT.

The merger therefore will create substantial opportunities for customers of both companies, as well as provide shareholders with significant value, which will ultimately enhance the quality and variety of telecommunications products and services offered to consumers and businesses. Grant of this Application therefore will serve the public interest, convenience and necessity.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2), Applicants submit the following information required under paragraphs(a) through(d) and (h) through (p) of Section 63.18 in support of this Application:

63.18(a) Name, address and telephone number of each Applicant

Transferee:

PAETEC Corp.
One PAETEC Plaza
600 Willowbrook Office Park
Fairport, New York 14450
(877) 340-2600

Transferor:

US LEC Corp.
Morrocroft III
6801 Morrison Blvd.
Charlotte, North Carolina 28211
(704) 319-1000

63.18(b) Jurisdiction of Organization

Transferee: PAETEC is a corporation organized under the laws of the State of Delaware.

Transferor: US LEC a corporation organized under the laws of the State of Delaware.

**63.18(c) (Answer to Question 10)
Correspondence concerning this Application should be sent to:**

Transferee:

Tony S. Lee
Grace R. Chiu
McGuireWoods LLP
1050 Connecticut Avenue, N.W., Suite 1200
Washington, D.C. 20036
Tel: (202) 857-1707
Fax: (202) 828-2973
Email: TLee@McGuireWoods.com
GChiu@McGuireWoods.com

Transferor:

Terry Romine
Deputy General Counsel – Regulatory
US LEC Corp.
Morrocroft III
6801 Morrison Blvd.
Charlotte, North Carolina 28211
(704) 319-1000
Email: TRomine@USLEC.com

63.18(d) (Answer to Question 10)

Transferee: PAETEC itself does not hold any domestic or international Section 214 authority. PAETEC Communications, Inc., a wholly owned subsidiary of PAETEC, holds international Section 214 authorization to provide global facilities-based and/or global resale service (File No. ITC-214-19980925-00658), in addition to blanket domestic Section 214 authority.

Transferor: US LEC and certain of its wholly owned operating subsidiaries identified below hold the following international Section 214 authorizations:

1.	ITC-214-19970220-00101	
	Global Resale Services	
	US LEC of North Carolina Inc.	0004987707
2.	ITC-214-19970929-00589	
	Global resale services	
	US LEC of Georgia Inc.	0004987848
	US LEC of Tennessee Inc.	0004987723
	US LEC of Virginia L.L.C.	0004987764
	US LEC of Florida Inc.	0004987814
	US LEC of South Carolina Inc.	0004987780
3.	ITC-214-19990303-00104	
	Global or limited global facilities-based and resale services	
	US LEC Corp.	0003721396
	US LEC of Alabama Inc.	
	US LEC of Maryland Inc.	0004987798
	US LEC of Pennsylvania Inc.	0004987715
	and future wholly-owned subsidiaries of US LEC Corp.	
	• US LEC Communications Inc. ⁶	0008775157
		0008775265

The US LEC subsidiaries identified above also hold blanket domestic Section 214 authority.

⁶ CORES reflects that US LEC Communications Inc. has two FRNs; however, the FCC reporting by US LEC subsidiaries is consolidated and submitted under the single FRN of US LEC Corp.

63.18(h) (Response to Question 11)

Current Ownership of PAETEC:

- A. The following entities own or control ten percent (10%) or more of PAETEC Corp.:

Name: Madison Dearborn Capital Partners
III, L.P.
Address: Three First National Plaza
Suite 3800
Chicago, IL 60670
Citizenship: U.S.
Equity/Voting Interest: 11%
Principal Business: Private equity investor

Name: New Moon Trust U/D/T Dated
June 1, 1995
Address: P.O. Box 492494
Los Angeles, CA 90049
Equity/Voting Interest: 11%
Trustees: Jeffrey P. Sudikoff, Joyce M.
Sudikoff
Trustees' Address: P.O. Box 491669
Los Angeles, CA 90049
Citizenship: Each is a U.S. citizen
Voting Interest: Each has 100%
Principal Business: Individual

- B. The following entities own or control ten percent (10%) or more of **Madison Dearborn Capital Partners III, L.P.:**

Name: Madison Dearborn Partners III,
L.P.
Address: Three First National Plaza
Suite 3800
Chicago, IL 60670
Citizenship: U.S.
Voting Interest: 100% (General partner)
Principal Business: Private equity investor

Name: California State Teachers'
Retirement System
Address: 7667 Folsom Blvd, Room 250
Sacramento, CA 95826
Citizenship: U.S.
Equity Interest: 14% (Limited partner)
Principal Business: Pension fund

C. The following persons and entities own or control ten percent (10%) or more of **Madison Dearborn Partners III, L.P.:**

Name: Madison Dearborn Partners, L.L.C.
Address: Three First National Plaza
Suite 3800
Chicago, IL 60670
Citizenship: U.S.
Voting Interest: 100% (General partner)
Principal Business: Private equity investor

Name: John Canning
Madison Dearborn Partners
Three First National Plaza
Suite 3800
Chicago, IL 60670
Citizenship: U.S.
Equity Interest: 16% (General partner)
Principal Business: Individual

D. The following persons and entities own or control ten percent (10%) or more of **Madison Dearborn Partners, L.L.C.:**

Name: John Canning
Address: Madison Dearborn Partners
Three First National Plaza
Suite 3800
Chicago, IL 60670
Citizenship: U.S.
Equity/Voting Interest: Managing Member
Principal Business: Individual

No other person or entity, directly or indirectly, holds a ten percent (10%) or greater equity interest in PAETEC Corp.

(Response to Question 12) PAETEC has no interlocking directorates with a foreign carrier.

Post-Merger Ownership of New PAETEC: (Response to Questions 11-12)

Upon consummation of the Merger, no person or entity will directly or indirectly own ten percent (10%) or more of the equity of the New PAETEC. Additionally, New PAETEC will have no interlocking directorates with a foreign carrier.

- 63.18(i)** As evidenced by PAETEC's certification provided in Attachment A, hereto, PAETEC is not, and is not affiliated with, a foreign carrier.
- 63.18(j)** PAETEC certifies that it does not seek to provide international services to any destination country for which any of the statements set forth in Section 63.18(j)(1) through (4) is true.
- 63.18(k)** Not applicable.
- 63.18(l)** Not applicable.
- 63.18(m)** Not applicable.
- 63.18(n)** PAETEC certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- 63.18(o)** PAETEC certifies that neither PAETEC nor any of its operating subsidiaries is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a.

PAETEC certifies that neither US LEC nor any of its operating subsidiaries is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a.

63.18(p) *(Response to Question 20)*

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules, 47, C.F.R. § 63.12, because (1) PAETEC is not affiliated with a foreign carrier on any route for which authority is sought; (2) PAETEC is not affiliated with any dominant U.S. carrier whose international switched or private line services it seeks to resell; and (3) PAETEC is not requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment to this Application, Applicants respectfully submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

(a)(6) A description of the transaction.

A description of the transaction is set forth in Section III, above.

(a)(7) A description of the geographic areas and domestic services provided in each area.

Transferee: PAETEC (including its Affiliates) provides resold and/or facilities-based telecommunications services in 48 states⁷ and the District of Columbia pursuant to certification, registration or tariff requirements, or on a deregulated basis. PAETEC serves more than 17,000 core business customers in 29 markets, including Albany, Baltimore, Boston, Buffalo, Chicago, Connecticut, Daytona, Fort Lauderdale/Miami, Long Island, Los Angeles/Orange County, New Hampshire, New Jersey, New York City, Northern Virginia, Orlando, Philadelphia, Pittsburgh, Rhode Island, Rochester, San Diego, Syracuse, Tampa, Washington D.C., and Western Massachusetts.

⁷ PAETEC provides domestic services in all states except Alaska and Hawaii.

Transferor. US LEC (including its Affiliates) provides resold and/or facilities-based telecommunications services in 43 states⁸ and the District of Columbia pursuant to certification, registration or tariff requirements, or on a deregulated basis. US LEC provides local exchange services in Alabama, Delaware, the District of Columbia, Florida, Georgia, Indiana, Kentucky, Louisiana, Maryland, Mississippi, New Jersey, New York, North Carolina, Pennsylvania, South Carolina, Tennessee, and Virginia.

(a)(8) Eligibility for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following consummation of the transaction: (1) Applicants and their affiliates (as defined in Section 3(1) of the Act, hereafter "Affiliates")) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their respective Affiliates will provide competitive telephone exchange services or exchange access services only in geographic areas served by dominant local exchange carriers (none of which is a party to the transaction); and (3) neither of the Applicants nor any of their respective Affiliates is dominant with respect to any service.

(a)(9) Other FCC Applications Related to the Same Transaction

Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to the proposed transaction at this time. Post-closing, PAETEC will file notification of the *pro forma* transfer of control of the international Section 214 authorization held by PAETEC Communications, Inc.

⁸ US LEC provides domestic services in all but the following seven (7) states: Alaska, Hawaii, Idaho, Maine, New Mexico, Rhode Island, and Vermont.

(a)(10) Request for Special Consideration

Prompt completion of the proposed transactions is critical to ensuring that Applicants may obtain the benefits described in the foregoing Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Waiver Requests

Not applicable.

(a)(12) Statement of Public Interest

A statement showing how grant of the Application will serve the public interest, convenience, and necessity is provided in Section IV of this Application.

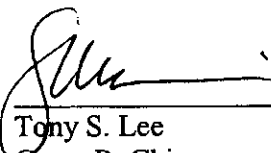
VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessary would be furthered by a grant of this Application for approval to transfer control of the domestic and international Section 214 authorizations held by US LEC and its operating subsidiaries, as identified herein. Applicants respectfully request that the Commission consider and approve this Application

expeditiously to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,

Terry Romine
Deputy General Counsel-Regulatory
US LEC Corp.
Morrocroft III
6801 Morrison Blvd.
Charlotte, NC 28211
Tel: (704) 319-1119
Fax: (704) 602-1119
Email: TRomine@USLEC.com



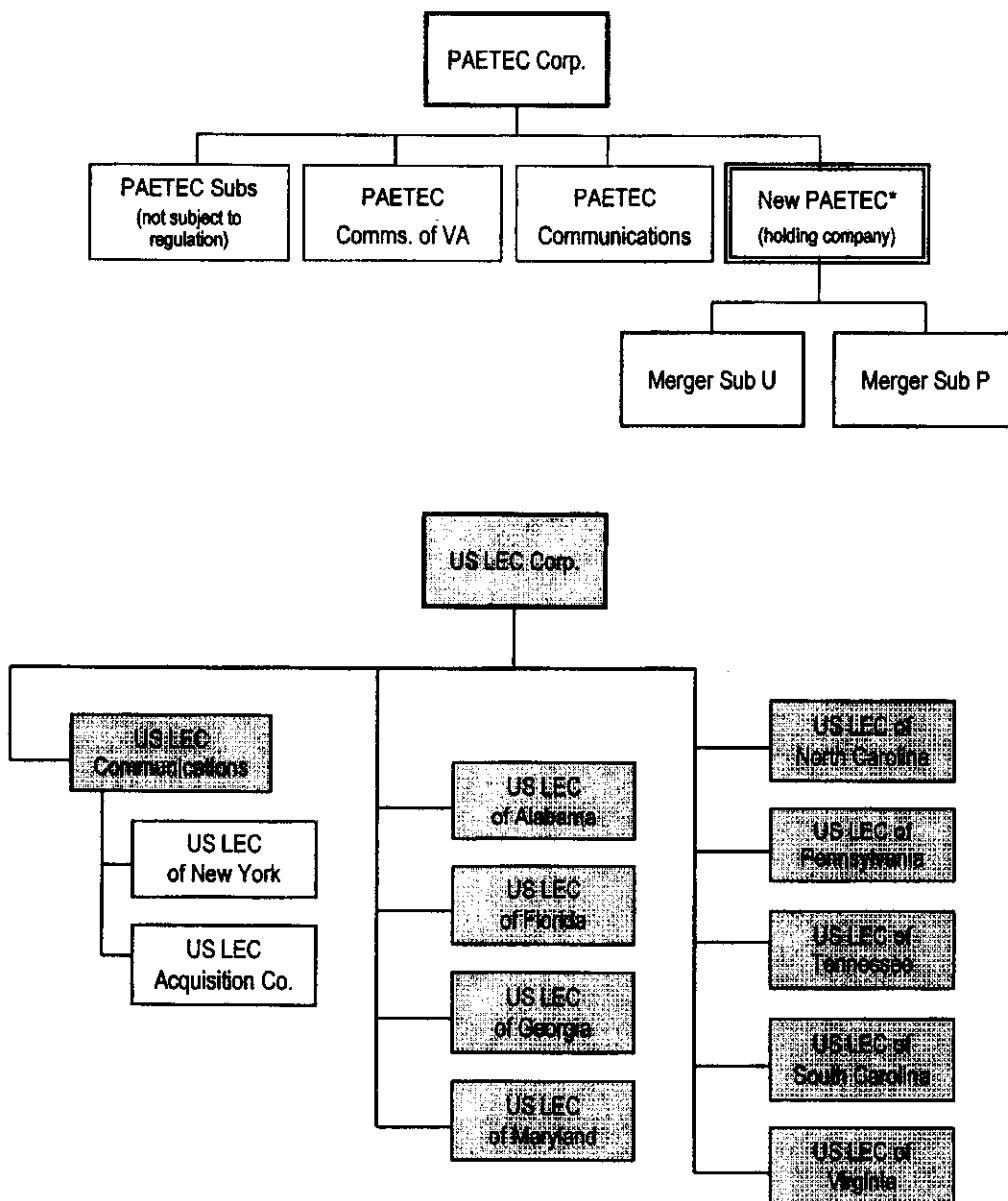
Tony S. Lee
Grace R. Chiu
McGuireWoods LLP
Washington Square
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036
Tel: (202) 857-1707
Fax: (202) 828-2973
Email: TLee@McGuireWoods.com
GChiu@McGuireWoods.com

US LEC CORP. and
US LEC COMMUNICATIONS INC.
US LEC OF ALABAMA INC.
US LEC OF FLORIDA INC.
US LEC OF GEORGIA INC.
US LEC OF MARYLAND INC.
US LEC OF NORTH CAROLINA INC.
US LEC OF SOUTH CAROLINA INC.
US LEC OF PENNSYLVANIA INC.
US LEC OF TENNESSEE INC.
US LEC OF VIRGINIA L.L.C.

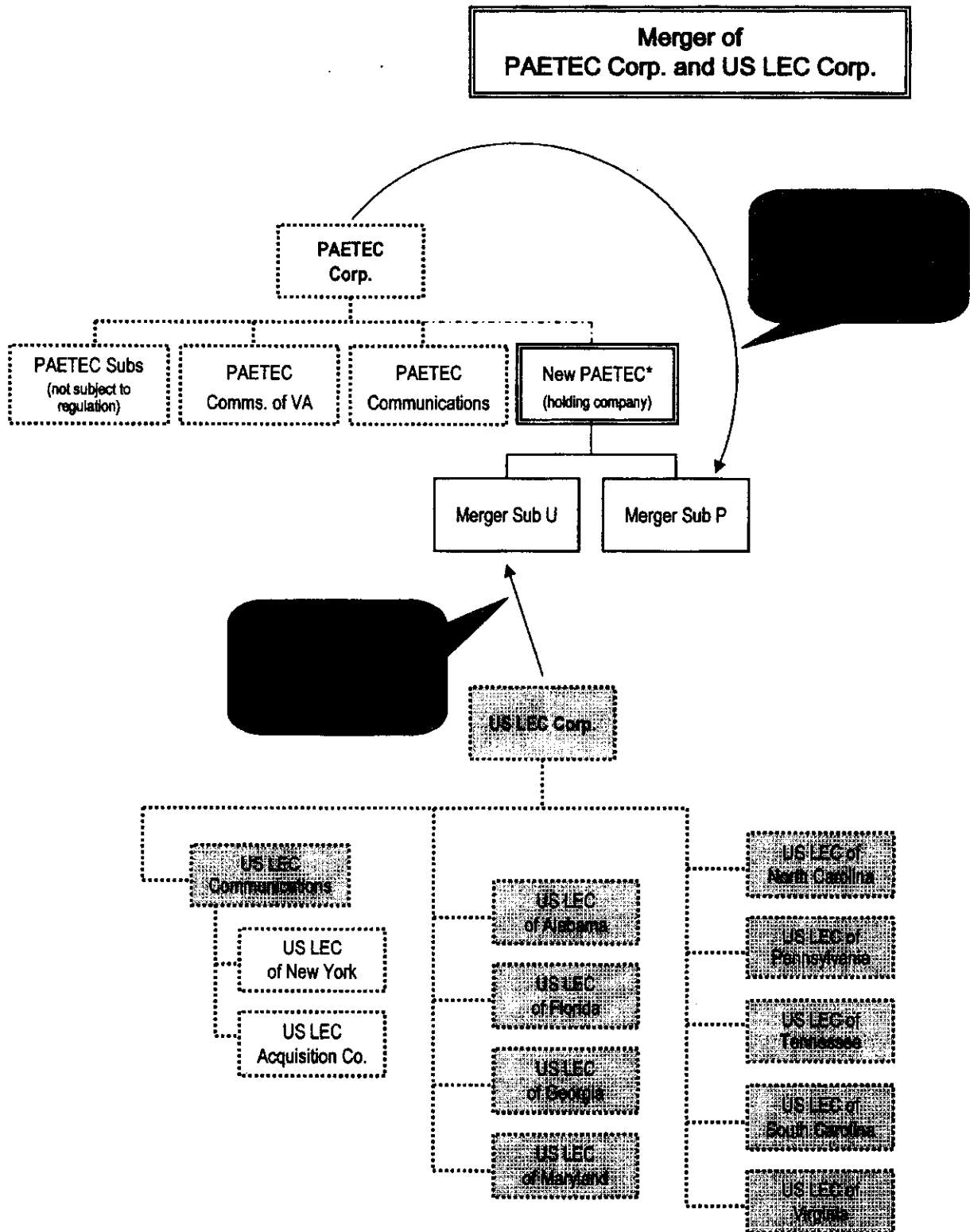
Counsel to PAETEC CORP.

Dated: September 1, 2006

**Pre-Merger Corporate Structure of
PAETEC Corp. and US LEC Corp.**

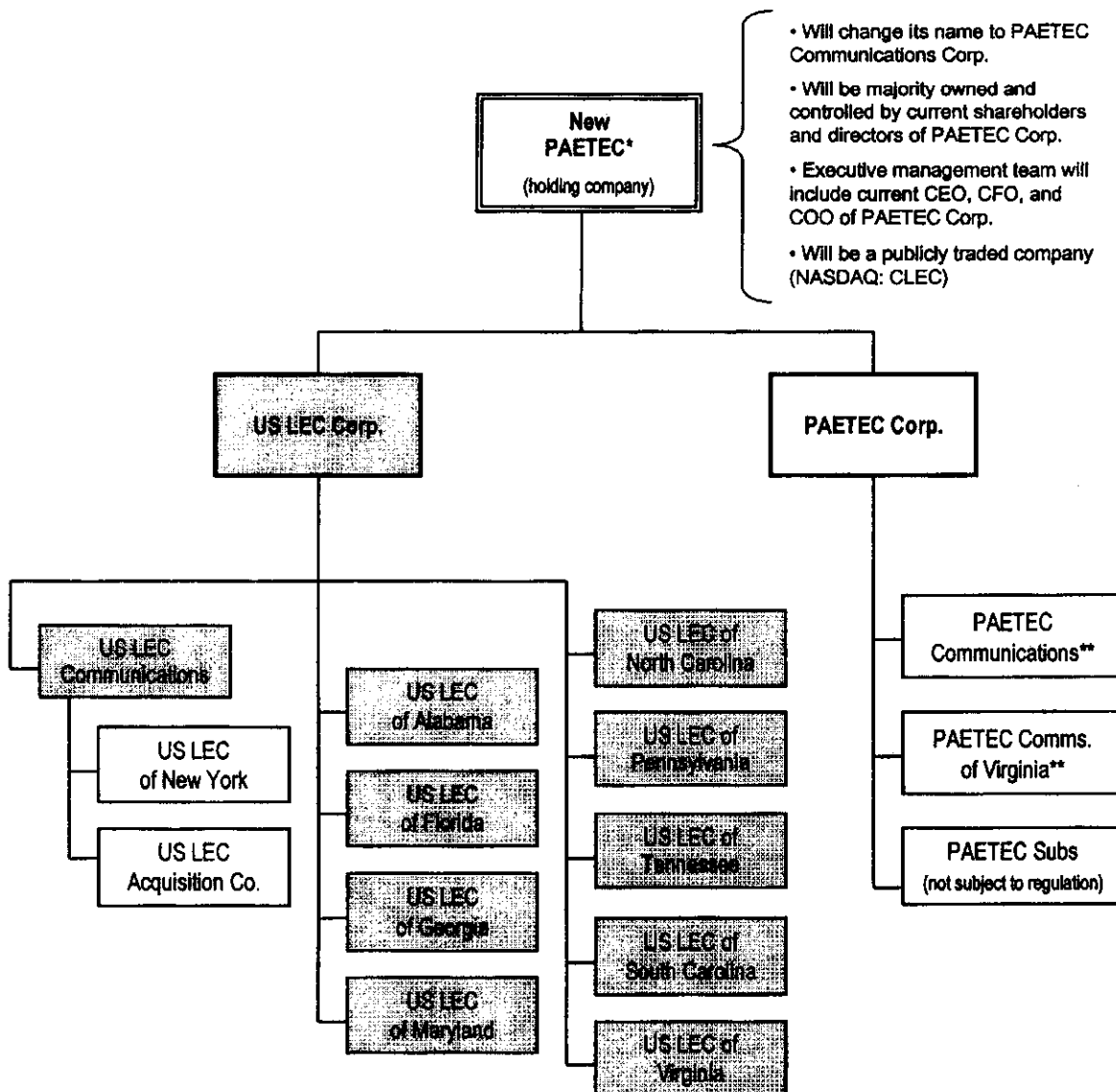


* Legal name of entity is WC Acquisition Holdings Corp.



* Legal name of entity is WC Acquisition Holdings Corp.

POST-Merger Corporate Structure of PAETEC Corp. and US LEC Corp.



- Will change its name to PAETEC Communications Corp.

- Will be majority owned and controlled by current shareholders and directors of PAETEC Corp.

- Executive management team will include current CEO, CFO, and COO of PAETEC Corp.

- Will be a publicly traded company (NASDAQ: CLEC)

*Legal name of entity is WC Acquisition Holdings Corp.

** The merger will not result in a transfer of control of PAETEC Communications or PAETEC Communications of Virginia because ownership and control of these entities will remain with current shareholders and directors of PAETEC. The Application, therefore, seeks transfer of control approval only as to the subsidiaries of US LEC Corp. that hold Section 214 authorization.